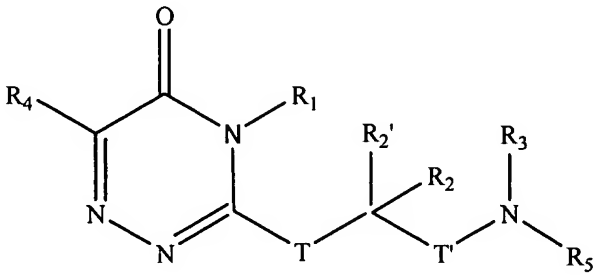
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

What is claimed is:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R_1 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R_2 and $R_{2'}$ are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R_2 and R_2 taken together form an optionally substituted 3-to 7-membered ring;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, optionally substituted heterocyclyl, -C(O)-R_6, and -$S(O)_2$-R_{6a};

R_5 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

R_6 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R_7O- and R_{12}-NH-;

R_{6a} is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and R_{12}-NH-;

or R_5 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_5 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_7 is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R_{12} is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; and

R_4 is chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, aminocarbonyl, aryloxy, heteroaryloxy, optionally substituted N-heterocyclyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl and optionally substituted heteroaryl;

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I; or

a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is selected from hydrogen, optionally substituted C_1-C_4 alkyl, optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 is -C(O)-R_6 or S(O)2-R_{6a};

R_4 is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R_6 is selected from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_7O- and R_{12}-NH-,

R_{6a} is selected from C_1-C_{13} alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenylyl and heteroaryl;

R_7 is chosen from optionally substituted alkyl and optionally substituted aryl;

R_{12} is chosen from optionally substituted alkyl and optionally substituted aryl; and

R_5 is chosen from hydrogen, optionally substituted C_1-C_{13} alkyl, optionally substituted aryl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heterocyclyl, and optionally substituted heteroaryl-C_1-C_4-alkyl-.

3. (Original) The compound of Claim 2 comprising one or more of the following:

R_1 is naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is -C(O)R_6;

R_6 is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-;C_1-C_4 alkyl substituted with C_1-C_4 alkoxy-; and benzyloxymethyl-;

R_4 is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano;

R_5 is selected from hydrogen, C_1-C_4 alkyl; cyclohexyl; phenyl substituted with hydroxyl, C_1-C_4 alkoxy or C_1-C_4 alkyl; benzyl; and R_{11}-alkylene-; and

R_{11} is hydroxyl, carboxy, (C_1-C_4 alkoxy)carbonyl-, di(C_1-C_4 alkyl)amino-, (C_1-C_4 alkyl)amino-, amino, (C_1-C_4 alkoxy)carbonylamino-, C_1-C_4 alkoxy-, or optionally substituted N-heterocyclyl-.

4. (Original) The compound of Claim 3 comprising one or more of the following:

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl;

R_6 is tolyl, halophenyl, methylhalophenyl, hydroxymethylphenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl; and

R_5 is R_{11}-alkylene- wherein R_1 is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

5. (Original) The compound of Claim 4 comprising one or more of the following:

R_1 is benzyl;

$R_{2'}$ is hydrogen;

R_2 is ethyl or propyl; and

R_5 is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminohexyl, methylaminoethyl, methylaminopropyl, methylaininobutyl, methylaminopentyl, methylaminohexyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminohexyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminohexyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyyl, diethylaminopentyl, or diethylaminohexyl.

6. (Original) The compound of Claim 5 wherein R_2 is i-propyl

7. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is selected from hydrogen, optionally substituted C_1-C_4 alkyl, optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl.

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

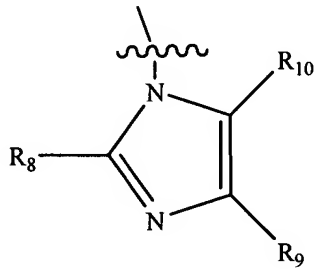
R_4 is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl; or optionally substituted N-heterocyclyl;

R_6 is selected from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_7O- and R_{12}-NH-,

R_7 is chosen from optionally substituted alkyl and optionally substituted aryl;

R_{12} is chosen from optionally substituted alkyl and optionally substituted aryl; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring of the formula:



wherein

R_8 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, and optionally substituted heteroaryl; and

R_9 and R_{10} are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl.

8. (Original) The compound of Claim 7 comprising one or more of the following:

R_1 is chosen from naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_6 is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-;C_1-C_4 alkyl substituted with C_1-C_4 alkoxy-; and benzyloxymethyl-;

R_4 is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano; and

R_8 is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl.

9. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is selected from hydrogen, optionally substituted C_1-C_4 alkyl, optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

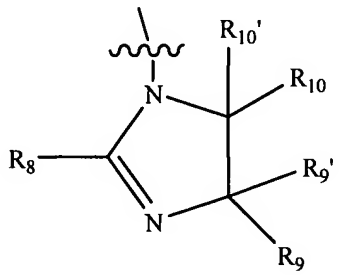
R_4 is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R_6 is selected from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_7O- and R_{12}-NH-,

R_7 is chosen from optionally substituted alkyl and optionally substituted aryl;

R_{12} is chosen from optionally substituted alkyl and optionally substituted aryl; and

R_3 taken together with R_5 and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring of the formula:



wherein,

R_8 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, arid optionally substituted heteroaryl; and

R_9, $R_{9'}$, R_{10}, and $R_{10'}$ are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, and optionally substituted aralkyl.

10. (Original) The compound of Claim 9 comprising one or more of the following:

R_1 is chosen from naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_6 is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-;C_1-C_4 alkyl substituted with C_1-C_4 alkoxy-; and benzyloxymethyl-;

R_4 is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano;

R_8 is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl; and

R_9, $R_{9'}$, R_{10}, and $R_{10'}$ are independently selected from the group consisting of hydrogen and optionally substituted lower alkyl.

11. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl;

R_3 is hydrogen; and

R_5 is hydrogen.

12. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl;

R_3 is -C(O)R_6;

R_6 is optionally substituted phenyl; and

R_5 is optionally substituted alkyl.

13. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl;

R_3 is optionally substituted phenyl, heterocyclyl, or naphthyl; and

R_5 is optionally substituted alkyl.

14. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl; and

R_3 and R_5 taken together form an optionally substituted imidazolinyl ring.

15. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl; and

R_3 taken together with R_5 form an optionally substituted imidazolyl ring.

16. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl; and

R_3 and R_5 taken together form an optionally substituted imidazolidinyl ring.

17. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl; and

R_3 and R_5 taken together form an optionally substituted piperazinyl ring.

18. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl; and

R_3 and R_5 taken together form an optionally substituted diazepinoyl ring.

19. (Original) The compound of Claim 1 wherein

T and T' are absent;

R_1 is most preferably chosen from benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_4 is optionally substituted methyl or optionally substituted phenyl;

R_5 is optionally substituted alkyl;

R_3 is-SO_2R_{6a}, and

R_{6a} is substituted phenyl or naphthyl.

20. (Currently Amended) The compound of Claim 1 ~~any of the above claims~~ wherein the stereogenic center to which R_2 and $R_{2'}$ is attached is of the R configuration.

21. (Currently Amended) A pharmaceutical composition comprising a pharmaceutical excipient and a therapeutically effective amount of a compound of Claim 1 ~~any of Claims 1-19~~.

22. (Currently Amended) A method of treatment comprising administering an effective amount of a compound of Claim 1~~any of Claims 1-19~~ to a patient suffering from a cellular proliferative disease.

23. (Original) The method of Claim 22 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

24. (Original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

25. (Currently Amended) A kit comprising a compound of Claim 1 ~~any of Claims 1-19~~ and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.